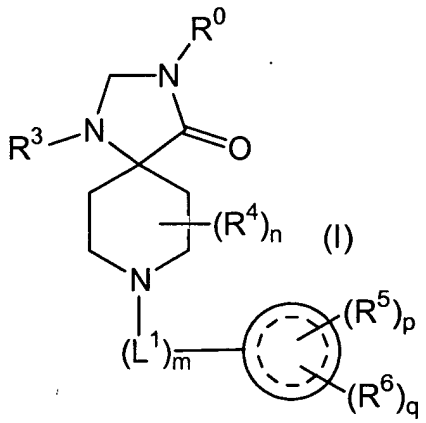
In the Claims:

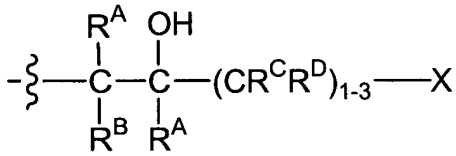
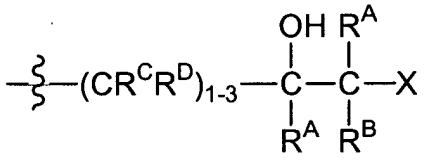
This listing of Claims will replace all prior versions, and listings, of Claims in the application.

1. (Currently Amended) A compound of the formula (I)



(I)

wherein

R^0 is selected from the group consisting of  and  ;

each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

X is ~~selected from the group consisting of~~ $-NR^1R^2$, ~~$-C(O)-NR^1R^2$, $-NR^1-C(O)-R^2$, $-OR^1$, $-SR^1$, $-SOR^1$, $-SO_2R^1$, $-S-(C_{2-4}alkyl)-NR^1R^2$, $-S-(C_{2-4}alkyl)-C(O)O-C(CH_3)_3$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ and $-SO_2-(C_{1-4}alkyl)-NR^1R^2$; wherein the alkyl portion of the $-S-(C_{2-4}alkyl)-NR^1R^2$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ or $-SO_2-(C_{1-4}alkyl)-NR^1R^2$ group is optionally substituted with one or more substituents independently selected from carboxy, hydroxy, hydroxyC_{1-4}alkyl, C_{1-4}alkyl, C_{1-4}alkoxycarbonyl or $-CONR^1R^2$~~;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkoxy, C_{1-8}alkoxycarbonyl, cycloalkyl, cycloalkyl-C_{1-4}alkyl, partially unsaturated carbocylyl, partially unsaturated carbocyclyl-C_{1-4}alkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkoxy, ~~heteroaryl, heteroaryl-C_{1-4}alkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl,~~ -C(O)-C_{1-6}alkyl, -C(O)-aryl, -C(O)-arC_{1-4}alkyl, ~~-C(O)-heteroaryl, -C(O)-heterocycloalkyl,~~ -C(O)O-cycloalkyl and –C(O)O-aryl, -C(O)O-arC1-4alkyl~~,~~ and -C(O)O-(partially unsaturated carbocyclyl)~~, -C(O)O-heteroaryl, -C(O)O-heterocycloalkyl~~; wherein the C_{1-8}alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl~~,~~ or arC_{1-8}alkyl~~, heteroaryl or heterocycloalkyl~~ group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-C(O)$C(CH_3)_3$, -C_{1-4}alkyl-$N(R^E)$-C(O)O-C_{1-4}alkyl and $-N(R^E)$-C(O)O-C_{1-4}alkyl, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylaminosulfonyl or C_{1-6}alkylthio;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a heteroaryl or heterocycloalkyl group; wherein the heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, hydroxy substituted C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, trifluoromethyl, trifluoromethoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl, heterocycloalkyl, di(C_{1-6})alkylamino-carbonyl, C_{1-4}alkoxycarbonyl-$N(R^E)$- or arylamino-C_{1-4}alkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally further substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano,~~

~~$N(R^E)_2$, phenyl or substituted phenyl; wherein the substituents on the phenyl are one or more independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;~~

R^3 is ~~selected from the group consisting of~~ aryl~~, arC_{1-6}alkyl and heteroaryl~~; wherein the aryl~~, arC_{1-6}alkyl or heteroaryl group~~ is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of ~~cycloalkyl, partially unsaturated carbocyclyl, aryl, heteroaryl and heterocycloalkyl~~ phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, hydroxy substituted C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is an integer from 0 to 1;

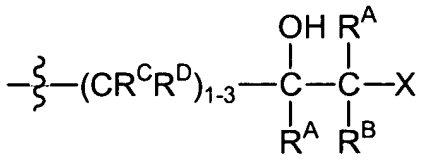
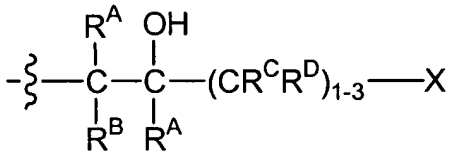
R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, $-SO_2-N(R^E)_2$ and $-C(O)-N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

2. (Currently Amended) A compound as in Claim 1 wherein

R^0 is selected from the group consisting of  and 

each R^C and R^D is independently selected from hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, hydroxy, carboxy or aryl; wherein the aryl is optionally substituted with one to two substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

X is ~~selected from the group consisting of~~ ~~$-NR^1R^2$, $-C(O)-NR^1R^2$, $-NR^1-C(O)-R^2$, $-OR^1$, $-SR^1$, $-SO-R^1$, $-SO_2-R^1$, $-S-(C_{2-4}alkyl)-NR^1R^2$, $-S-(C_{2-4}alkyl)-NR^1-C(O)OC(CH_3)_3$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ and $-SO_2-(C_{1-4}alkyl)-NR^1R^2$; wherein the alkyl portion of the $-S-(C_{2-4}alkyl)-NR^1R^2$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ or $-SO_2-(C_{1-4}alkyl)-NR^1R^2$ group is optionally substituted with one to two substituents independently selected from C_{1-4}alkyl, hydroxyC_{1-4}alkyl, C_{1-4}alkoxycarbonyl or carboxy~~;

R^1 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, ~~heteroaryl, heteroaryl-alkyl, heterocycloalkyl, heterocycloalkyl-alkyl,~~ cycloalkyl-alkyl, and C(O)-C_{1-4}alkyl ~~and -C(O)-heteroaryl~~;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl~~, heteroaryl, heterocycloalkyl~~ or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-$C(O)OC(CH_3)_3$, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or C_{1-4}alkylthio;

R^2 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, cycloalkyl, cycloalkyl-C_{1-4}alkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, partially unsaturated carbocyclyl, partically unsaturated carbocyclyl-C_{1-4}alkyl, ~~heteroaryl, heteroaryl-C_{1-4}alkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl,~~ -C(O)-C_{1-4}alkyl, -C(O)-aryl, -C(O)-arC_{1-4}alkyl, ~~-C(O)-heteroaryl, -C(O)-heterocycloalkyl,~~ -C(O)O-cycloalkyl and –C(OO)-C_{1-4}alkyl;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl, partially unsaturated carbocyclyl~~, heteroaryl, heterocycloalkyl~~ or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $(CH_3)_3COC(O)$-$N(R^E)$-C_{1-4}-alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl substituted heteroaryl-aminosulfonyl, -C(O)-C_{1-4}alkyl or C_{1-4}alkylthio;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a heteroaryl or heterocycloalkyl group;~~

~~wherein the heteroaryl or heterocycloalkyl is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, hydroxy substituted C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, trifluoromethyl, trifluoromethoxy, nitro, cyano, $N(R^E)_2$, phenyl, arC_{1-4}alkyl, heterocycloalkyl, di(C_{1-4}alkyl)amino-carbonyl, C_{1-4}alkoxycarbonylamino or phenylamino-C_{1-4}alkyl;~~

~~wherein the phenyl or arC_{1-4}alkyl substituent on the heteroaryl or heterocycloalkyl group is optionally substituted with one or two substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro,~~

~~cyano, $N(R^E)_2$ or substituted phenyl; wherein the substituents on the phenyl are one to three independently selected from halogen;~~

R^3 is ~~selected from the group consisting of~~ aryl ~~and arC_{1-4}alkyl~~; wherein the aryl ~~or arC_{1-4}alkyl group~~ is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 1;

L^1 is C_{1-4}alkyl; wherein the C_{1-4}alkyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-4}alkyl, fluorinated C_{1-4}alkyl or C_{1-4}alkoxy;

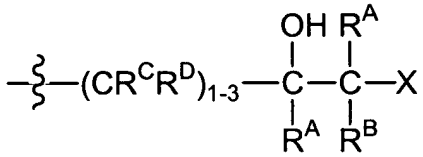
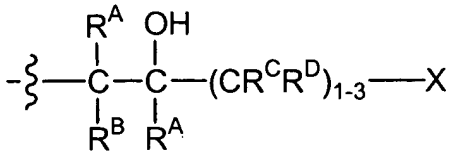
R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO- $N(R^E)_2$, $-SO_2$- $N(R^E)_2$ and -C(O)- $N(R^E)_2$;

L^2 is selected from the group consisting of -C_{1-4}alkyl-, -O-, -S-, -$N(R^E)$-, -C(O)O- and -O-C(O)-;

R^7 is selected from the group consisting of cycloalkyl, aryl, heteroaryl and heterocycloalkyl; wherein the aryl, heteroaryl or heterocycloalkyl group is optionally substituted with one to two substituents independently selected from hydroxy, carboxy, halogen, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy or C_{1-4}alkoxycarbonyl;

or a pharmaceutically acceptable salt thereof.

3. (Currently Amended) A compound as in Claim 2 wherein

R^0 is selected from the group consisting of  and 

each R^A, R^B, R^C and R^D is hydrogen;

X is ~~selected from the group consisting of~~ -NR^1R^2, ~~-OR^1, -SR^1, -S-(C_{2-4}alkyl)-NR^1R^2 and -S-(C_{2-4}alkyl)-NR^1-C(O)O-$C(CH_3)_3$; wherein the alkyl portion of the -S-(C_{2-4}alkyl)-NR^1R^2 or -S-(C_{1-4}alkyl)-NR^1-C(O)O-$C(CH_3)_3$ group is optionally substituted with a carboxy or C_{1-4}alkoxycarbonyl group~~;

R^1 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, arC_{1-4}alkyl and C(O)-C_{1-4}alkyl;

wherein the C_{1-4}alkyl or aryl group, whether alone or part of a substituent group, is optionally substituted with one to two substituents independently selected from carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$ or $N(R^E)$-C(O)$OC(CH_3)_3$;

R^2 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, cycloalkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl-C_{1-4}alkyl, ~~heteroaryl, heteroaryl-C_{1-4}alkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl,~~ cycloalkyl-C_{1-4}alkyl, -C(O)arC_{1-4}alkyl, ~~-C(O)-heteroaryl,~~ -C(OO)-cycloalkyl and –C(O)O-C_{1-4}alkyl;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl, partially unsaturated carbocyclyl~~,~~ ~~heteroaryl, heterocycloalkyl~~ or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $(CH_3)_3$CO-C(O)-$N(R^E)$-C_{1-4}alkyl, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or C_{1-4}alkylthio;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from heterocycloalkyl and heteroaryl;~~

~~wherein the heteroaryl or heterocycloalkyl is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, hydroxy substituted C_{1-4}alkyl, C_{1-4}alkoxy, phenyl, arC_{1-4}alkyl, heterocycloalkyl, C_{1-4}alkoxycarbonyl, amino, C_{1-4}alkylamino, di(C_{1-4}alkyl)amino, di(C_{1-4}alkyl)amino-carbonyl, t-butoxycarbonylamino or phenylamino-C_{1-4}alkyl;~~

~~wherein the phenyl or arC_{1-4}alkyl substituent is optionally substituted with one or two substituents independently selected from chloro, trifluoromethyl or chlorophenyl;~~

R^3 is aryl; wherein the aryl group is optionally substituted with one or more substituents independently selected from halogen;

n is 0;

L^1 is C_{1-4}alkyl;

R^5 is selected from the group consisting of halogen, C_{1-4}alkyl and trifluoromethyl;

R^6 is $-(L^2)_0-R^7$;

R^7 is selected from the group consisting of aryl and heteroaryl;

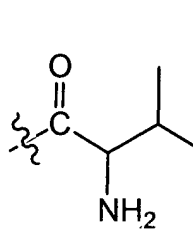
or a pharmaceutically acceptable salt thereof.

4. (Currently Amended) A compound as in Claim 3 wherein

R^0 is selected from the group consisting of $-CH_2-CH(OH)-CH_2-X$ and $-CH_2-CH_2-CH(OH)-CH_2-X$;

X is ~~selected from the group consisting of~~ $-NR^1R^2$, ~~$-OR^1$, $-SR^1$, $-S-CH_2CH(CO_2H)-NH-C(O)-CH_3$ and $-S-CH_2CH(CO_2H)-NH-C(O)O)C(CH_3)_3$~~;

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, amino-n-propyl, dimethylaminoethyl, benzyl, phenylethyl, 4-methyl-benzyl,



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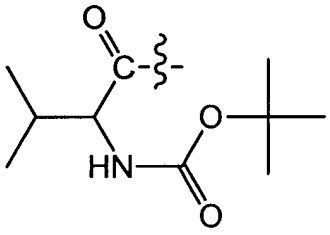
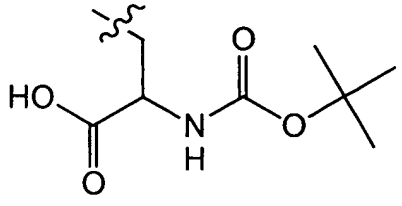


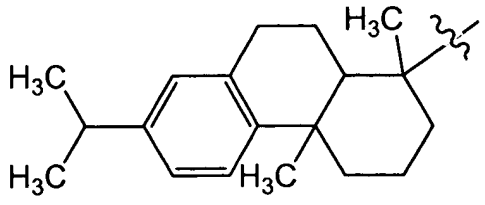
, 2-(3,4-dimethoxy-phenyl)ethyl, 3-methyl-phenyl, ethoxy-carbonyl-methyl, 2-amino-2-methoxycarbonyl-ethyl, t-butoxycarbonyl

and



;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, carboxy-methyl, ethoxycarbonylmethyl, 2,2,2,-triluoroethyl, ethoxy, dimethylaminoethyl, t-butoxycarbonylamino-ethyl, n-butyl, t-butyl, n-propyl, 3-hydroxy-n-propyl, 3-methoxy-n-

propyl, methylamino-n-propyl, dimethylamino-n-propyl, di(n-butyl)amino-n-propyl, t-butoxycarbonylamino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, t-butoxycarbonyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 3,4-dimethoxyphenyl, 2-aminophenyl, 4-biphenyl, 2-ethoxyphenyl, 4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl, 4-cyclohexylphenyl, 4-(aminoethyl)phenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, -CH(CH_3)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl), 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonylbenzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)benzyl, 4-(dimethylamino)benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, ~~3-(4-morpholinyl)-n-propyl, 2-(4-morpholinyl)ethyl, 2-(4-imidazolyl)ethyl,~~ 1-adamantanyl, 1-adamantanyl-methyl, ~~(2,5-dimethoxy-2,5-dihydro-fur-2-yl)methyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridyl-methyl, 3-pyridyl-methyl, 4-pyridyl-methyl, 2-(3,4-dimethyl-pyridyl), 2-(5-bromopyridyl), 2-(4,6-dimethyl-pyridyl), 2-(5-methyl-pyridyl), 3-(6-methoxy-pyridyl), 6-methylthio-2-pyridyl-carbonyl, thienyl-methyl, 2-thienylethyl, 4-pyridinyl,~~ 1-naphthyl, 1-naphthyl-methyl, ~~1-(3,4-methylenedioxyphenyl)methyl, 2-(3,4-methylenedioxyphenyl)ethyl,~~ 1-phenyl-2-(t-butoxycarbonyl)ethyl, -C(O)-C(OCH_3)(CF_3)-phenyl, -C(O)O-(2-isopropyl-5-methyl-cyclohexyl), ~~1-(4-ethoxycarbonyl-piperidinyl), 2-(3H-imidazol4-yl)ethyl, 2-(1,2,3,4-tetrahydro-isoquinolinyl), 2-furyl-methyl,~~ 

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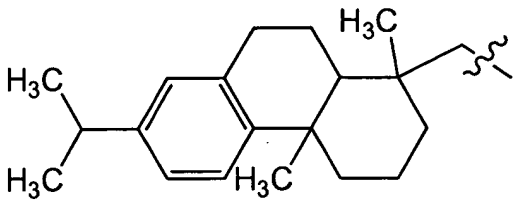


, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl, 2-phenoxy-ethyl, ~~2-(2-pyridyl)-ethyl, 2-(6-fluoro-2-indolyl)ethyl~~ and 2-phenyl-cyclopropyl;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from 1-morpholinyl, 1-(4-(3-trifluoromethyl-phenyl)-piperazinyl), 1-(4-piperidinyl-piperidinyl), 1-(4-pyrrolidinyl-piperidinyl), 1-(4-phenyl-piperidinyl), 1-(3-hydroxy-piperidinyl), 1-(4-hydroxy-piperidinyl), 1-(3-hydroxymethyl-piperidinyl), 1-(3,5-dimethyl-piperidinyl), 1-(4-dimethylamino-piperidinyl), 1-(4-(3,4-methylenedioxyphenylmethyl)-piperazinyl), 1-(3-(diethylaminocarbonyl)-piperidinyl), 1-(4-t-butoxycarbonylamino-piperidinyl), 1-(2,3-dihydro-1H-pyrrolyl), 1-(4-[(4-chlorophenyl)-phenyl-methyl]-piperazinyl), 2-(1,2,3,4-tetrahydro-isoquinolinyl), 1-(4-t-butoxycarbonyl-piperazinyl), 2-(1,2,3,4-tetrahydro-6,7-dimethoxy-isoquinolinyl), 4-(2,6-dimethyl-morpholinyl), 1-(4-benzyl-piperazinyl), 1-pyrrolidinyl, 1-(2,3,-dihydro-pyrrolidinyl), 1-(3-hydroxy-pyrrolidinyl), 1-(3-(S)-hydroxy-pyrrolidinyl), 1-piperidinyl, 1-(3-ethoxycarbonyl-piperidinyl), 1-(4-ethoxycarbonyl-piperidinyl), 1-imidazolyl, 1-(2-(phenylamino-methyl)-N-pyrrolidinyl), 1-(3-(R)-dimethylamino-pyrrolidinyl), 1-(3-(R)-hydroxy-pyrrolidinyl), 1-(3,4-dihydroxy-2,5-bis-hydrooxymethyl-pyrrolidinyl), 1-(3-(R)-t-butoxycarbonylamino-pyrrolidinyl), 1-(3-(S)-ethylamino-pyrrolidinyl), 1-(3-(R)-amino-pyrrolidinyl), 1-(3-(S)-amino-pyrrolidinyl), 1-(3-(R)-methylamino-pyrrolidinyl), 1-(3-(S)-methylamino-pyrrolidinyl), 1-(3-(N-methyl-N-t-butoxycarbonyl-amino)-pyrrolidinyl) or 1-(2-(3,5-dichlorophenyl)-3-methyl-5-carboxy-1,2,4-triazolyl);~~

R^3 is selected from the group consisting of phenyl and 4-fluorophenyl;

L^1 is selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$ and $-CH_2CH_2-$;

is selected from the group consisting of ~~cyclooctyl,~~ 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, ~~cyclohexyl,~~ phenyl, 1-naphthyl~~,~~ and 2-naphthyl,

1,2,3,4-tetrahydro-naphthyl, ~~2-thienyl, benzothienyl, 4,5,6,7-tetrahydro-benzothienyl, bicyclo[3.1.1]hepten-2-yl, bicyclo[3.1.1]heptyl and (3aS)-2,3,3a,4,5,6-hexahydro-1H-phenalen-1-yl~~;

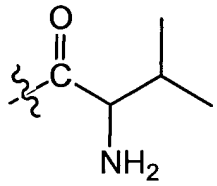
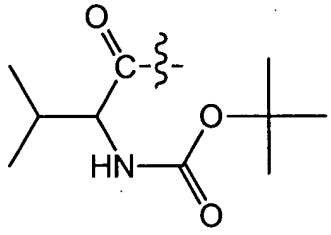
R^5 is selected from the group consisting of chloro, methyl, n-propyl and trifluoromethyl;

R^7 is selected from the group consisting of phenyl and 2-thienyl;

or a pharmaceutically acceptable salt thereof.

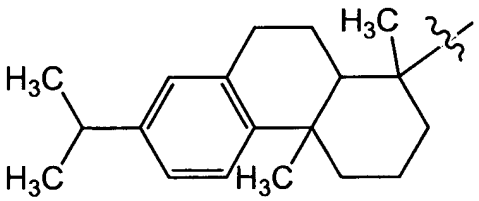
5. (Currently Amended) A compound as in Claim 4 wherein

X is ~~selected from the group consisting of~~ $-NR^1R^2$, ~~$-SR^1$ and $-S-CH_2CH(CO_2H)-NH-C(O)-CH_3$~~;

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl,  ,  , 3-methyl-phenyl, 2-(3,4-dimethoxyphenyl)-ethyl, ethoxycarbonyl-methyl, dimethylamino-ethyl and 2-amino-2-methoxycarbonyl-ethyl;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, 2,2,2-triluoroethyl, ethoxy, dimethylaminoethyl, n-butyl, t-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, ~~3-(2-pyridyl)-n-propyl,~~ cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 3,4-dimethoxyphenyl, 4-biphenyl, 2-ethoxyphenyl, ~~4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl,~~ 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-

fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, ~~3-(4-morpholinyl)-n-propyl, 2-(4-morpholinyl)ethyl, 2-(4-imidazolyl)ethyl,~~ adamantanyl, 1-adamantanyl-methyl, ~~2-(2,5-dimethoxy-2,5-dihydro-furyl)methyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridyl-methyl, 3-pyridyl-methyl, 4-pyridyl-methyl, 2-(3,4-dimethyl-pyridyl), 2-(5-bromopyridyl), 2-(4,6-dimethyl-pyridyl), 2-(5-methyl-pyridyl), 3-(6-methoxy-pyridyl), thienylmethyl, 2-thienylethyl,~~ 1-naphthyl, 1-naphthyl-methyl, ~~1-(3,4-methylenedioxyphenyl)methyl, 2-(3,4-methylenedioxyphenyl)ethyl, 2-furyl-methyl,~~



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl~~,~~ and 2-phenoxy-ethyl ~~and 2-(6-fluoro-2-indolyl)-ethyl~~;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from 1-(4-(3-trifluoromethyl-phenyl)-piperazinyl), 1-(4-phenyl-piperidinyl), 1-(4-piperidinyl-piperidinyl), 1-(4-(3,4-methylenedioxyphenyl-methyl)-piperazinyl), 1-(3-(diethylaminocarbonyl)-piperidinyl), 1-(4-[(4-chlorophenyl)-phenylmethyl]-piperiazinyl), 2-(1,2,3,4-tetrahydro-isoquinolinyl), 1-(4-t-butoxycarbonyl-piperazinyl), 2-(1,2,3,4-tetrahydro-6,7-dimethoxy-isoquinolinyl), 4-(2,6-dimethyl-morpholinyl), 1-(4-benzyl-piperazinyl), 1-morpholinyl, 1-pyrrolidinyl, 1-(2,3-dihydro-pyrrolidinyl), 1-piperidinyl, 1-(3,5-dimethyl-piperidinyl), 1-(3-hydroxymethyl-piperidinyl), 1-(3-ethoxycarbonyl-~~

~~piperidinyl), 1-(4-(ethoxycarbonyl)-piperidinyl), 1-imidazolyl and 1-(2-(phenylamino-methyl)-N-pyrrolidinyl);~~

L^1 is selected from the group consisting of $-CH_2-$ and $-CH_2-CH_2-$;

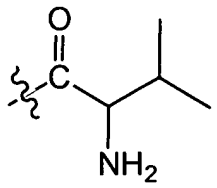
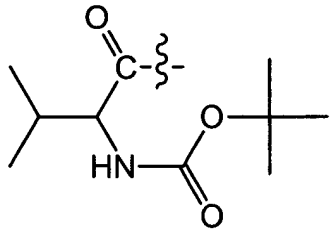
 is selected from the group consisting of ~~cyclooctyl~~, 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, ~~cyclohexyl~~, phenyl~~,~~ and 1-naphthyl ~~and (3a-S)-2,3,3a,4,5,6-hexahydro-1H-phenalen-2-yl~~;

p is an integer from 0 to 2;

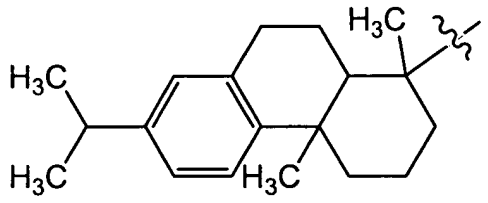
R^7 is 2-thienyl;

or a pharmaceutically acceptable salt thereof.

6. (Currently Amended) A compound as in Claim 5 wherein

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl, 2-(3,4-dimethoxyphenyl)-ethyl, dimethylamino-ethyl, ethoxycarbonyl-methyl,  and  ;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, ethoxy, dimethylaminoethyl, n-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 3,4-dimethoxyphenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 4-biphenyl, 2-ethoxyphenyl, ~~4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl,~~ 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-

chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, ~~3-(4-morpholinyl)-n-propyl, 2-(4-morpholinyl)ethyl, 2-(4-imidazolyl)ethyl,~~ 1-adamantanyl, 1-adamantanyl-methyl, ~~2-(2,5-dimethoxy-2,5-dihydro-furyl)methyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridyl-methyl, 3-pyridyl-methyl, 4-pyridyl-methyl, 2-(3,4-dimethyl-pyridyl), 2-(5-bromopyridyl), 2-(4,6-dimethyl-pyridyl), 2-(5-methyl-pyridyl), 3-(6-methoxy-pyridyl), thienylmethyl, 2-thienylethyl,~~ 1-naphthyl, 1-naphthyl-methyl, ~~1-(3,4-methylenedioxyphenyl)methyl, 2-(3,4-methylenedioxyphenyl)ethyl, 2-furyl-methyl,~~  , 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from 1-(4-(3-trifluoromethyl-phenyl)-piperazinyl), 1-(4-phenyl-piperidinyl), 1-(4-piperidinyl-piperidinyl), 1-(4-(3,4-methylenedioxyphenyl-methyl)-piperazinyl), 1-(3-(diethylaminocarbonyl)-piperidinyl), 1-(4-[(4-chlorophenyl)-phenylmethyl]-piperiazinyl), 2-(1,2,3,4-tetrahydro-isoquinolinyl), 1-(4-t-butoxycarbonyl-piperazinyl), 2-(1,2,3,4-tetrahydro-6,7-dimethoxy-isoquinolinyl), 4-(2,6-dimethyl-morpholinyl), 1-(4-benzyl-piperazinyl), 1-(3,5-dimethyl-piperidinyl), 1-(3-hydroxymethyl-piperidinyl), 1-(3-ethoxycarbonyl-piperidinyl), 1-(4-(ethoxycarbonyl)-piperidinyl), 1-piperidinyl, 1-~~

~~morpholinyl, 1-pyrrolidinyl, 1-imidazolyl, 1-(2,3-dihydro-pyrrolidinyl), and 1-(2-(phenylamino-methyl)-N-pyrrolidinyl);~~

p is an integer from 0 to 1;

R^5 is selected from the group consisting of methyl, n-propyl and trifluoromethyl;

or a pharmaceutically acceptable salt thereof.

7. (Currently Amended) A compound as in Claim 4 wherein

R^0 is $-CH_2-CH(OH)-CH_2-X$;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, 2-(3,4-dimethoxyphenyl)-ethyl, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R^2 is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, t-butoxycarbonylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl, and -$CH(CH_3)$-phenyl~~, 4-pyridinyl, 1-(4-ethoxycarbonyl-piperidinyl) and 2-(3H-imidazol-4-yl)-ethyl~~;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from 2-(1,2,3,4-tetrahydro-6,7-dimethoxy-isoquinolinyl), 1-(4-[(4-chlorophenyl)-phenyl-methyl]-piperazinyl), 1-pyrrolidinyl, 1-(3-hydroxy-pyrrolidinyl), 1-(3-(S)-hydroxy-pyrrolidinyl), 1-(3-(R)-hydroxy-pyrrolidinyl), 1-(4-hydroxy-piperidinyl), 1-(3-(R)-dimethylamino-pyrrolidinyl), 1-(4-t-butoxycarbonylamino-pyrrolidinyl), 1-(3-(R)-t-butoxycarbonylamino-pyrrolidinyl), 1-(3-(R)-amino-pyrrolidinyl), 1-(3-(S)-amino-pyrrolidinyl), 1-(3-(R)-methylamino-pyrrolidinyl), 1-(3-(S)-methylamino-pyrrolidinyl), 1-(3-(S)-ethylamino-pyrrolidinyl), 1-(4-dimethylamino-pyrrolidinyl), 1-(3-(N-methyl-N-t-butoxycarbonyl-amino-pyrrolidinyl) or 1-(2-(3,5-dichlorophenyl)-3-methyl-5-carboxy-1,2,4-triazolyl);~~

R^3 is selected from the group consisting of phenyl and 4-fluorophenyl;

L^1 is selected from the group consisting of $-CH_2-$ and $-CH_2CH_2-$;

 is selected from the group consisting ~~cyclooctyl,~~ 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl~~,~~ and S-1-acenaphthenyl~~, bicyclo[3.1.1.]hepten-2-yl, bicyclo[3.1.1]heptyl and (3aS)-2,3,3a,4,5,6-hexahydro-1H-phenalen-1-yl.~~;

p is an integer from 0 to 1;

R^5 is methyl;

q is 0;

or a pharmaceutically acceptable salt thereof.

8. (Currently Amended) A compound as in Claim 7 wherein

R^1 is selected from the group consisting of hydrogen, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R^2 is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl~~,~~ and -$CH(CH_3)$-phenyl~~, 4-pyridinyl and 2-(3H-imidazol-4-yl) ethyl~~;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a group selected from 2-(1,2,3,4-tetrahydro-6,7-dimethoxy-isoquinolinyl), 1-(4-[(4-chlorophenyl)-phenyl-methyl]-piperazinyl), 1-pyrrolidinyl, 1-(3-hydroxy-pyrrolidinyl), 1-(3-(R)-hydroxy-pyrrolidinyl), 1-(4-hydroxy-piperidinyl), 1-(3-(R)-dimethylamino-pyrrolidinyl), 1-(4-t-butoxycarbonylamino-pyrrolidinyl), 1-(3-(R)-t-butoxycarbonylamino-pyrrolidinyl), 1-(3-(R)-amino-pyrrolidinyl), 1-(3-(S)-amino-pyrrolidinyl), 1-(3-(R)-methylamino-pyrrolidinyl), 1-(3-(S)-methyamino-pyrrolidinyl), 1-(3-(S)-ethylamino-pyrrolidinyl), 1-(4-dimethylamino-pyrrolidinyl), 1-(3-(N-methyl-N-t-butoxycarbonyl-amino-pyrrolidinyl) or 1-(2-(3,5-dichlorophenyl)-3-methyl-5-carboxy-1,2,4-triazolyl);~~

 is selected from the group consisting ~~cyclooctyl,~~ 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl~~,~~ and S-1-acenaphthenyl~~, bicyclo[3.1.1.]hepten-2-yl, bicyclo[3.1.1]heptyl and (3aS)-2,3,3a,4,5,6-hexahydro-1H-phenalen-1-yl.~~;

or a pharmaceutically acceptable salt thereof.

9. (Currently Amended) A compound as in Claim 1 selected from the group consisting of

8-(R) acenaphthen-1-yl-3-(3-amino-2-(S)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R) acenaphthen-1-yl-3-(3-amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R)-Acenaphthen-1-yl-3-(3-dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

~~8-(R)-Acenaphthen-1-yl-1-(4-fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-hydroxymethyl-piperidin-1-yl)-propyl]-1,3,8-triaza-spiro[4.5]decan-4-one~~;

~~3-(3-Amino-2-(R)-hydroxy-propyl)-8-cyclooctyl-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;~~

~~3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-1-(S)-(3aS)-(2,3,3a,4,5,6-hexahydro-1H-phenalen-1-yl)-1,3,8-triaza-spiro[4.5]decan-4-one;~~

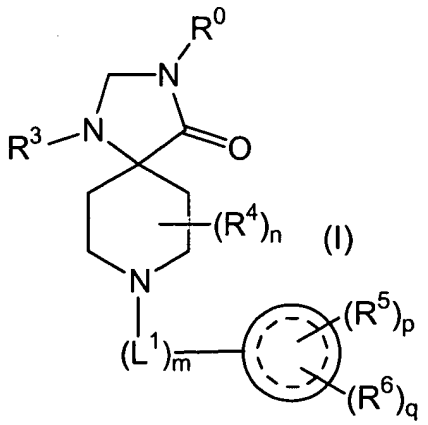
1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-hydroxy-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-methylamino-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-[3-(3-Dimethylamino-propylamino)-2-(R)-hydroxy-propyl]-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one

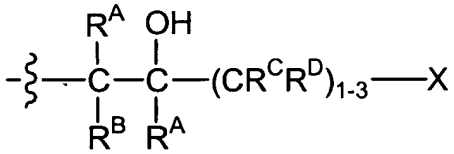
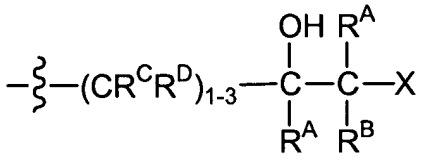
and pharmaceutically acceptable salts thereof.

10. (Currently Amended) A compound of the formula (I)



(I)

wherein

R^0 is selected from the group consisting of  and  ;

each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

X is ~~selected from the group consisting of~~ ~~$-NR^1R^2$, $-C(O)-NR^1R^2$, $-NR^1-C(O)-R^2$, $-OR^1$, $-SR^1$, $-SOR^1$, $-SO_2R^1$, $-S-(C_{2-4}alkyl)-NR^1R^2$, $-S-(C_{2-4}alkyl)-C(O)O-C(CH_3)_3$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ and $-SO_2-(C_{1-4}alkyl)-NR^1R^2$; wherein the alkyl portion of the $-S-(C_{2-4}alkyl)-NR^1R^2$, $-SO-(C_{1-4}alkyl)-NR^1R^2$ or $-SO_2-(C_{1-4}alkyl)-NR^1R^2$ group is optionally substituted with one or more substituents independently selected from carboxy, hydroxy, hydroxyC_{1-4}alkyl, C_{1-4}alkyl, C_{1-4}alkoxycarbonyl or $-CONR^1R^2$~~;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkoxy, cycloalkyl, cycloalkyl-C_{1-4}alkyl, partially unsaturated carbocylyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkoxy, ~~heteroaryl, heteroaryl-C_{1-4}alkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl,~~ -C(O)-C_{1-6}alkyl, -C(O)-aryl~~,~~ and -C(O)-arC_{1-4}alkyl, ~~-C(O)-heteroaryl and -C(O)-heterocycloalkyl~~; wherein the C_{1-8}alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl~~,~~ or arC_{1-8}alkyl~~, heteroaryl or heterocycloalkyl~~ group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-C(O)$C(CH_3)_3$, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylaminosulfonyl or C_{1-6}alkylthio;

~~alternatively when R^1 and R^2 are both bound to the same nitrogen atom, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a heteroaryl or heterocycloalkyl group; wherein the heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, trifluoromethyl, trifluoromethoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl, heterocycloalkyl, di(C_{1-6})alkylamino-carbonyl, t-butoxycarbonyl or arylamino-C_{1-4}alkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally further substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, $N(R^E)_2$ or substituted phenyl; wherein the substituents on the phenyl are one or more independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;~~

R^3 is ~~selected from the group consisting of~~ aryl~~, arC_{1-6}alkyl and heteroaryl~~; wherein the aryl~~, arC_{1-6}alkyl or heteroaryl group~~ is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of ~~cycloalkyl, partially unsaturated carbocyclyl, aryl, heteroaryl and heterocycloalkyl~~ phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is an integer from 0 to 1;

R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO_2-$N(R^E)_2$ and -C(O)-$N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

11. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

12. (Original) A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

13. (Original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

14. (Withdrawn) A method of treating a disorder mediated by the ORL-1 receptor, in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

15. (Withdrawn) The method of Claim 14, wherein the disorder mediated by the ORL-1 receptor is selected from the group consisting of anxiety, depression, panic, mania, dementia, bipolar disorder, substance abuse, neuropathic pain, acute pain, chronic pain, migraine, asthma, cough, psychosis, schizophrenia, epilepsy, hypertension, obesity, eating disorders, cravings, diabetes, cardiac arrhythmia, irritable bowel syndrome, Crohn's disease, urinary incontinence, adrenal disorders, attention deficit disorder (ADD), attention deficit hyperactivity disorder (ADHD), Alzheimer's disease, improved cognition, improved memory and mood stabilization.

16. (Withdrawn) A method of treating a disorder mediated by the ORL-1 receptor, in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the composition of Claim 11.

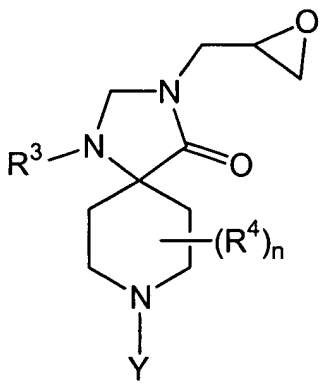
17. (Withdrawn) A method of treating a condition selected from the group consisting of anxiety, depression, panic, mania, dementia, bipolar disorder, substance abuse, neuropathic pain, acute pain, chronic pain, migraine, asthma, cough, psychosis, schizophrenia, epilepsy, hypertension, obesity, eating disorders, cravings, diabetes, cardiac arrhythmia, irritable bowel syndrome, Crohn's disease, urinary incontinence, adrenal disorders, attention deficit disorder (ADD), attention deficit hyperactivity disorder (ADHD), Alzheimer's disease, improved cognition, improved memory and mood

stabilization, in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

18. (Withdrawn) A method of treating a condition selected from the group consisting of anxiety, depression, panic, mania, dementia, bipolar disorder, substance abuse, neuropathic pain, acute pain, chronic pain, migraine, asthma, cough, psychosis, schizophrenia, epilepsy, hypertension, obesity, eating disorders, cravings, diabetes, cardiac arrhythmia, irritable bowel syndrome, Crohn's disease, urinary incontinence, adrenal disorders, attention deficit disorder (ADD), attention deficit hyperactivity disorder (ADHD), Alzheimer's disease, improved cognition, improved memory and mood stabilization, in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the composition of Claim 7.

19. (Withdrawn) The use of a compound as in Claim 1 for the preparation of a medicament for the treatment of (a) anxiety, (b) depression, (c) panic, (d) mania, (e) dementia, (f) bipolar disorder, (g) substance abuse, (h) neuropathic pain, (i) acute pain, (j) chronic pain, (k) migraine, (l) asthma, (m) cough, (n) psychosis, (o) schizophrenia, (p) epilepsy, (q) hypertension, (r) obesity, (s) eating disorders, (t) cravings, (u) diabetes, (v) cardiac arrhythmia, (w) irritable bowel syndrome, (x) Crohn's disease, (y) urinary incontinence, (z) adrenal disorders, (aa) attention deficit disorder (ADD), (bb) attention deficit hyperactivity disorder (ADHD), (cc) Alzheimer's disease, for (dd) improved cognition, (ee) improved memory or (ff) mood stabilization, in a subject in need thereof.

20. (Withdrawn) A compound of the formula (E)



(E)

wherein

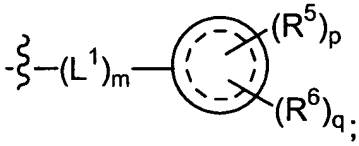
R^3 is selected from the group consisting of aryl, arC_{1-6}alkyl and heteroaryl; wherein the aryl, arC_{1-6}alkyl or heteroaryl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from hydrogen or C_{1-4}alkyl;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

Y is selected from the group consisting of hydrogen, C_{1-4}alkyl, t-butoxycarbonyl

and  ;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of cycloalkyl, partially unsaturated carbocyclyl, aryl, heteroaryl and heterocycloalkyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, hydroxy substituted C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is an integer from 0 to 1;

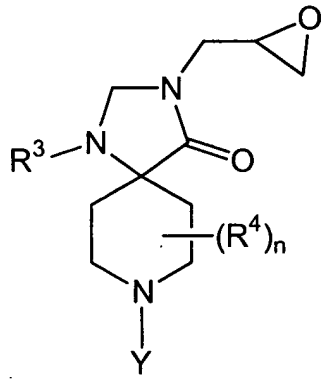
R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO_2-$N(R^E)_2$ and -C(O)-$N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

21. (Withdrawn) A compound of the formula (E)



(E)

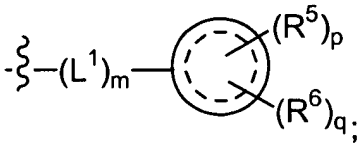
wherein

R^3 is selected from the group consisting of aryl, arC_{1-6}alkyl and heteroaryl; wherein the aryl, arC_{1-6}alkyl or heteroaryl group is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from hydrogen or C_{1-4}alkyl;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

Y is selected from the group consisting of hydrogen, C_{1-4}alkyl, t-butoxycarbonyl and  ;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of cycloalkyl, partially unsaturated carbocyclyl, aryl, heteroaryl and heterocycloalkyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is an integer from 0 to 1;

R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with

one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, $-SO_2-N(R^E)_2$ and $-C(O)-N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.